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Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware
limited liability company, dba TRX and TRX
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:
8:22-bk-10949-SC

Chapter 11 Cases

**STIPULATION EXTENDING
DEADLINE FOR SECURED
CREDITOR WOODFOREST
NATIONAL BANK TO FILE ANY
OBJECTION TO THE DEBTORS'
CASH COLLATERAL MOTION**

DATE: June 30, 2022

TIME: 10:00 a.m.

PLACE: *Via ZoomGov

Courtroom 5C

411 West Fourth Street

Santa Ana, CA 92701

1 This Stipulation is entered into by and between TRX Holdco, LLC ("Hold Co") and
2 Fitness Anywhere LLC, dba TRX and TRX Training ("Product Co" and together with Hold Co
3 and Product Co, the "Debtors"), the debtors and debtors-in-possession in the above-captioned,
4 jointly-administered, Chapter 11 bankruptcy cases, on the one hand, and Woodforest National
5 Bank (the "Bank" together with the Debtors, the "Parties"), on the other hand, with respect to the
6 following:

7 A. The Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code on
8 June 8, 2022.

9 B. A hearing was held on June 10, 2022 for the Court consider approval of the
10 Debtors' emergency cash collateral motion (the "Motion"). Prior to that hearing, the Debtors
11 and the Bank reached an agreement on the terms of an interim cash collateral order which was
12 formalized following that hearing and approved by the Court through an interim order entered on
13 June 10, 2022 as Docket No. 38 (the "Interim Order").

14 C. The Debtors filed a supplement to the Motion on June 17, 2022 as Docket No. 75,
15 which supplement contained modified proposed budgets (collectively, the "Updated Budgets").

16 D. The Interim Order provides that any opposition to entry of a final order granting
17 the Motion is to be filed by June 28, 2022.

18 E. The Debtors and the Bank, primarily through their respective professionals, have
19 been actively engaged in dialogue, communication and exchange of information in an effort to
20 try to reach an agreement on the form of a final cash collateral order and Updated Budgets that
21 would be acceptable to the Debtors and the Bank.

22 F. The Debtors and the Bank believe that their time would be better spent continuing
23 discussions than the Bank preparing and filing an objection. As a result, subject to the approval
24 of the Court, the Debtors and the Bank are requesting that the deadline for the Bank to file any
25 opposition to entry of a final order granting the Motion and/or to respond to the Updated Budgets
26 be extended to June 29, 2022, with the Debtors continuing to have the ability to assert any reply
27 to any such opposition orally at the final hearing as the Interim Order provides.
28

1 NOW THEREFORE, THE DEBTORS AND THE BANK HEREBY STIPULATE AND
2 AGREE AS FOLLOWS:

3 1. The deadline for the Bank to file any opposition to entry of a final order granting
4 the Motion and/or to respond to the Updated Budgets is extended to June 29, 2022.

5 2. The Debtors shall continue to have the ability to assert any reply to any such
6 opposition orally at the final hearing as the Interim Order provides.

7 3. Following the execution of this Stipulation, the Debtors will file this Stipulation
8 and upload an order approving this Stipulation with the Court.

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14 *[Signature Pages Contained On The Following Page]*
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1 Agreed:

2 Dated: June 28, 2022

TRX HOLDCO, LLC
FITNESS ANYWHERE LLC

4 By: /s/ Ron Bender

5 RON BENDER
6 KRIKOR J. MESHEFEJIAN
7 LINDSEY L. SMITH
8 LEVENE, NEALE, BENDER,
9 YOO & GOLUBCHIK L.L.P.
Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

10 Agreed:

11 Dated: June 28, 2022

WOODFOREST NATIONAL BANK

14 By :

15 CHRISTOPHER O. RIVAS
16 MARSHA A. HOUSTON
17 REED SMITH LLP
Attorneys for Woodforest National Bank

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **STIPULATION EXTENDING DEADLINE FOR SECURED CREDITOR WOODFOREST NATIONAL BANK TO FILE ANY OBJECTION TO THE DEBTORS' CASH COLLATERAL MOTION** will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **June 28, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com
- Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com
- Jonathan Gottlieb jd@lnbyg.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Krikor J Meshefejian kjm@lnbyg.com
- Ali M Mojdehi amojdehi@btlaw.com, jgertz@btlaw.com; arego@btlaw.com; amattngly@btlaw.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustregion16.sa.ecf@usdoj.gov

2. **SERVED BY UNITED STATES MAIL**: On (*date*) **June 28, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **June 28, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 28, 2022

Lourdes Cruz

/s/ Lourdes Cruz

Date

Printed Name

Signature